

B1 (Official Form 1)(04/13)

United States Bankruptcy Court
Eastern District of California
Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
Club One Casino, Inc.

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 8 years
(include married, maiden, and trade names):

All Other Names used by the Joint Debtor in the last 8 years
(include married, maiden, and trade names):

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN
(if more than one, state all)
77-0370542

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN
(if more than one, state all)

Street Address of Debtor (No. and Street, City, and State):
1033 Van Ness Avenue
Fresno, CA

Street Address of Joint Debtor (No. and Street, City, and State):

ZIP Code

93721

ZIP Code

County of Residence or of the Principal Place of Business:
Fresno

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):
CA

Mailing Address of Joint Debtor (if different from street address):

ZIP Code

ZIP Code

Location of Principal Assets of Business Debtor
(if different from street address above):

Type of Debtor

(Form of Organization) (Check one box)

- ☐ Individual (includes Joint Debtors)
See Exhibit D on page 2 of this form.
- ☒ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities,
check this box and state type of entity below.)

Nature of Business

(Check one box)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined
in 11 U.S.C. § 101 (51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☒ Other

**Chapter of Bankruptcy Code Under Which
the Petition is Filed (Check one box)**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition
of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition
of a Foreign Nonmain Proceeding

Chapter 15 Debtors

Country of debtor's center of main interests:

Each country in which a foreign proceeding
by, regarding, or against debtor is pending:

Tax-Exempt Entity
(Check box, if applicable)

- ☐ Debtor is a tax-exempt organization
under Title 26 of the United States
Code (the Internal Revenue Code).

Nature of Debts
(Check one box)

- ☐ Debts are primarily consumer debts,
defined in 11 U.S.C. § 101(8) as
"incurred by an individual primarily for
a personal, family, or household purpose."
- ☒ Debts are primarily
business debts.

Filing Fee (Check one box)

- ☒ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must
attach signed application for the court's consideration certifying that the
debtor is unable to pay fee except in installments. Rule 1006(b). See Official
Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must
attach signed application for the court's consideration. See Official Form 3B.

Check one box:

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☒ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates)
are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter).

Check all applicable boxes:

- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors,
in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid,
there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
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Estimated Assets

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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Estimated Liabilities

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition*(This page must be completed and filed in every case)*Name of Debtor(s):
Club One Casino, Inc.**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X _____
Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

- ☐ Yes, and Exhibit C is attached and made a part of this petition.
☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Club One Casino, Inc.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

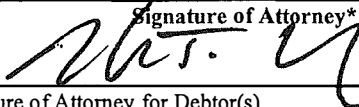
X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X  _____
Signature of Attorney for Debtor(s)

Hagop T. Bedoyan 131285

Printed Name of Attorney for Debtor(s)

Klein, DeNatale, Goldner, et al.

Firm Name

**5260 N. Palm Avenue, Suite 201
Fresno, CA 93704**

Address

Email: hbedoyan@kleinlaw.com

(559) 438-4374 Fax: (559) 432-1847

Telephone Number

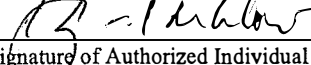
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X  _____
Signature of Authorized Individual

Kyle R. Kirkland

Printed Name of Authorized Individual

President

Title of Authorized Individual

10/14/2015

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS
OF
CLUB ONE CASINO, INC.
A CALIFORNIA CORPORATION

The undersigned, constituting all of the directors of CLUB ONE CASINO, INC., a California corporation ("Corporation"), acting pursuant to the authority of Section 307(b) of the California Corporations Code, hereby adopt the following resolutions:

WHEREAS, it is in the best interest of the Corporation to file a voluntary petition in the United State Bankruptcy Court under Chapter 11 of Title 11 of the United States Code;

NOW, THEREFORE BE IT RESOLVED, that the members of the Board of Directors hereby unanimously consent to and approve the filing of a voluntary Chapter 11 bankruptcy petition on behalf of the Corporation;

RESOLVED FURTHER, that KYLE R. KIRKLAND, the Corporation's President, is hereby authorized and directed to execute and deliver all documents necessary to effectuate the filing of a voluntary Chapter 11 bankruptcy petition on behalf of the Corporation;

RESOLVED FURTHER, that KYLE R. KIRKLAND, the Corporation's President, is hereby authorized and directed to appear in all such bankruptcy proceedings on behalf of the Corporation and to take any and all actions and execute any and all documents deemed necessary or desirable to carry out and perform all acts and deeds in connection with the Corporation's bankruptcy case; and

RESOLVED FURTHER, that KYLE R. KIRKLAND, the Corporation's President, is hereby authorized and directed to retain the law firm of Klein, DeNatale, Goldner, Cooper, Rosenlieb & Kimball, LLP to represent the Corporation in all aspects of the Corporation's bankruptcy case.

This Consent is executed pursuant to Section 307(b) of the California Corporations Code and is to be filed with the minutes of board proceedings. This Consent may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document. For purposes of this Consent a facsimile signature shall be deemed to be as valid and enforceable as an original.

Dated for reference purposes, notwithstanding the actual date of execution, and effective as of August 10, 2015.


KYLE R. KIRKLAND, Director

DANA D. MESSINA, Director

This Consent is executed pursuant to Section 307(b) of the California Corporations Code and is to be filed with the minutes of board proceedings. This Consent may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document. For purposes of this Consent a facsimile signature shall be deemed to be as valid and enforceable as an original.

Dated for reference purposes, notwithstanding the actual date of execution, and effective as of August 10, 2015.

KYLE R. KIRKLAND, Director



DANA D. MESSINA, Director

CERTIFICATE OF SECRETARY

I, DANA MESSINA, Secretary of CLUB ONE CASINO, INC., a California corporation ("Corporation"), declare under penalty of perjury that the foregoing is a true and correct copy of the Unanimous Written Consent adopted by the Board of Directors of the Corporation effective August 10, 2015.

Dated: August 10, 2015


DANA D. MESSINA, Secretary

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Eastern District of California

In re **Club One Casino, Inc.**

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Elaine R. Long, Trustee 7685 N. Ricewood Ave Fresno, CA 93711	Elaine R. Long, Trustee 7685 N. Ricewood Ave Fresno, CA 93711	Promissory Note (Subordinated). Also owed by Club One Acquisition Corp.	Disputed	4,150,000.00
George L. Sarantos 49 Scenic Crest Trail Rancho Mirage, CA 92270	George L. Sarantos 49 Scenic Crest Trail Rancho Mirage, CA 92270	Promissory Note (Subordinated) Owed by Club One Acquisition Corp.	Disputed	4,150,000.00
Milbank, Tweed, et al. 601 South Figueroa Street Los Angeles, CA 90017	Milbank, Tweed, et al. 601 South Figueroa Street Los Angeles, CA 90017	Liability Agreement dated 12/17/2013 Legal Fees		907,240.00
Dana D. Messina 11150 Santa Monica Blvd., Suite 700 Los Angeles, CA 90025	Dana D. Messina 11150 Santa Monica Blvd., Suite 700 Los Angeles, CA 90025	Management Fees from 2008 to 6/19/2015 at 10%		190,000.00
ICW Group PO Box 85563 San Diego, CA 92186-5563	ICW Group PO Box 85563 San Diego, CA 92186-5563	Trade Payables		34,588.78
City of Fresno PO Box 2069 Fresno, CA 93718	City of Fresno PO Box 2069 Fresno, CA 93718	Table Tax Liability		32,977.26
State Board of Equalization Account Information Group MIC 29 PO Box 942879 Sacramento, CA 94279-0029	State Board of Equalization Account Information Group MIC 29 PO Box 942879 Sacramento, CA 94279-0029	Sales Tax Liability September 30th = \$15,171.18 October 1-12th = \$5,918.96		21,090.14
Scientific Games PO Box 846961 Los Angeles, CA 90084-6961	Scientific Games PO Box 846961 Los Angeles, CA 90084-6961	Trade Payables		10,918.86
Saladino's PO Box 12266 Fresno, CA 93777-2266	Saladino's PO Box 12266 Fresno, CA 93777-2266	Trade Payables		3,937.03
DEQ Systems Corp. 1st Street, Suite 103-A Saint-Romuald, QC G6W 5M6	DEQ Systems Corp. 1st Street, Suite 103-A Saint-Romuald, QC G6W 5M6	Trade Payables		3,650.00

B4 (Official Form 4) (12/07) - Cont.
In re **Club One Casino, Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
U.S. Foodservice Dept 34766 PO Box 3900 San Francisco,, CA 94139	U.S. Foodservice Dept 34766 PO Box 3900 San Francisco,, CA 94139	Trade Payables		3,636.60
TelePacific Communications PO Box 526015 Sacramento, CA 95852-6015	TelePacific Communications PO Box 526015 Sacramento, CA 95852-6015	Trade Payables		2,950.00
AmeriPride Uniform Services PO Box 1159 Bemidji, MN 56619-1159	AmeriPride Uniform Services PO Box 1159 Bemidji, MN 56619-1159	Trade Payables		115.21
Arthur Moreno c/o Mark W. Kelsey, Esq. 877 Ygnacio Valley Road, Suite 208 Walnut Creek, CA 94596	Arthur Moreno c/o Mark W. Kelsey, Esq. 877 Ygnacio Valley Road, Suite 208 Walnut Creek, CA 94596	Lawsuit Fresno County Superior Court Case No. 14CECG03196	Unliquidated Disputed	Unknown
Employment Development Department Bankruptcy Special Procedures Group PO Box 826900 MIC 92E Sacramento, CA 94280-0001	Employment Development Department Bankruptcy Special Procedures Group PO Box 826900 MIC 92E Sacramento, CA 94280-0001	Payroll tax Liabilities		Unknown
Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346	Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346	Payroll Tax Liability		Unknown
Linda Mazzei PO Box 1794 Clovis, CA 93613	Linda Mazzei PO Box 1794 Clovis, CA 93613	Workers' Comp Claim, Case No. ADJ6818372 No Amended Petition since October 2009	Unliquidated Disputed	Unknown
Thomas Bowers 3293 Purdue Avenue Clovis, CA 93611	Thomas Bowers 3293 Purdue Avenue Clovis, CA 93611	Employee Litigation		Unknown
U.S. Equipment Finance 1310 Madrid Street Marshall, MN 56258	U.S. Equipment Finance 1310 Madrid Street Marshall, MN 56258	Copier Lease 4 Copiers		Unknown

B4 (Official Form 4) (12/07) - Cont.
In re **Club One Casino, Inc.**

Case No. _____

Debtor(s) _____

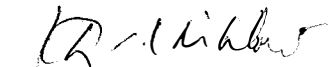
LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 10/14/2015

Signature



Kyle R. Kirkland
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.